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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re  
DPH HOLDINGS CORP., et al.,  
Reorganized Debtors.

Chapter 11

Case No. 05-44481 (RDD)

(Jointly Administered)

**REORGANIZED DEBTORS' SUPPLEMENTAL REPLY  
WITH RESPECT TO PROOF OF ADMINISTRATIVE  
EXPENSE CLAIM NUMBER 17882**

**(UNION PACIFIC RAILROAD COMPANY)**

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the “Reorganized Debtors”), hereby submit this Supplemental Reply With Respect To Proof Of Administrative Expense Claim Number 17882 (the “Supplemental Reply”) filed by Union Pacific Railroad Company (the “Claimant”) (together with the Reorganized Debtors, the “Parties”) and respectfully represent as follows:

1. On March 29, 2011, the Reorganized Debtors filed the Reorganized Debtors' Statement Of Disputed Issues With Respect To Proof Of Administrative Expense Claim Number 17882 (Union Pacific Railroad) (Docket No. 21183) (the “Statement of Disputed Issues”).

2. On May 23, 2011, the Claimant filed Union Pacific Railroad Company's Supplemental Response To Reorganized Debtors' Notice Of Claims Objection Hearing With

Number 17882 (Union Pacific Railroad Company) (Docket No. 21276) (the "Supplemental Response").

3. The Parties have reached an agreement in principle to resolve fully the Reorganized Debtors' objection to proof of administrative expense claim number 17882 (the "Agreement"); however, the Reorganized Debtors reserve the right to supplement this Supplemental Reply in the event that the Parties are unable to finalize the Agreement.

WHEREFORE, in the event that the Parties are unable to finalize the Agreement, the Reorganized Debtors respectfully request that this Court enter an order (a) disallowing and expunging proof of administrative expense claim number 17882 in its entirety and (b) granting the Reorganized Debtors such other and further relief as is just.

Dated: New York, New York  
May 25, 2011

BUTZEL LONG, a professional corporation

By: /s/ Eric B. Fisher  
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**CERTIFICATE OF SERVICE**

I hereby certify that on May 25, 2011, a true and correct copy of the Reorganized Debtors' Supplemental Reply With Respect To Proof Of Administrative Expense Claim Number 17882 (Union Pacific Railroad Company) was served by Fax to the following person at the following address:

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Ilene J. Feldman, Esq., LLC  
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*Attorneys for Union Pacific Railroad Company*

Dated: Detroit, Michigan  
May 25, 2011

/s/ Alexis L. Richards  
Alexis L. Richards